

EXHIBIT K

CCI CONSTRUCTION COMPANY, INC.

*YEARS ENDED
DECEMBER 31, 1997 AND 1996*

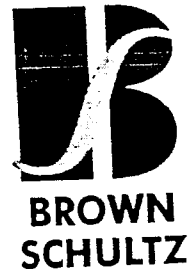
USFG/BS 0419

CCI CONSTRUCTION COMPANY, INC.

YEARS ENDED DECEMBER 31, 1997 AND 1996

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Independent Auditors' Report

Board of Directors
CCI Construction Company, Inc.
Mechanicsburg, Pennsylvania

We have audited the accompanying balance sheets of CCI Construction Company, Inc. as of December 31, 1997 and 1996 and the related statements of income, shareholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CCI Construction Company, Inc. as of December 31, 1997 and 1996 and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles.

Our audits of the financial statements were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying information is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Brown Schultz

February 10, 1998

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AND
BUSINESS ADVISORS

A PROFESSIONAL CORPORATION

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CCI CONSTRUCTION COMPANY, INC.

BALANCE SHEETS - DECEMBER 31, 1997 AND 1996

ASSETS			
		<u>1997</u>	<u>1996</u>
Current assets:			
Cash and cash equivalents	\$	1,128,337	\$ 3,346,115
Investments in marketable securities		3,702,992	1,803,677
Accounts receivable, trade:			
Customers:		8,230,674	2,606,101
Current		1,121,610	954,777
Retained			268,583
Shareholder		3,485	9,570
Affiliates		22,569	31,689
Note receivable			
Costs and estimated earnings in excess of billings		1,072,281	379,663
on uncompleted contracts		6,185	53,232
Prepaid expenses		639	
Shop inventory			
		<u>15,288,772</u>	<u>9,453,407</u>
Total current assets			
Property and equipment:		427,342	279,361
Automobiles and trucks		553,587	654,220
Furniture		1,323,233	187,559
Machinery and equipment		<u>72,453</u>	<u>14,682</u>
Other		2,376,615	1,135,822
		<u>920,919</u>	<u>956,849</u>
Less accumulated depreciation		<u>1,455,696</u>	<u>178,973</u>
	\$	<u>16,744,468</u>	<u>\$ 9,632,380</u>

See notes to financial statements.

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LIABILITIES AND SHAREHOLDER'S EQUITY

	<u>1997</u>	<u>1996</u>
Current liabilities:		
Accounts payable, trade:		
Vendors:		
Current	\$ 7,846,395	\$ 2,777,935
Retained	1,078,950	1,232,823
Affiliates		2,300
Notes payable	815,781	
Accrued expenses	808,601	278,159
Taxes withheld and accrued	58,023	10,857
Billings in excess of costs and estimated earnings on uncompleted contracts	681,924	509,631
	<u>11,289,674</u>	<u>4,811,705</u>
Total liabilities (all current)		
Shareholder's equity:		
Common stock, \$1 par, 1,000 shares authorized;	39	39
39 shares issued and outstanding	9,758	9,758
Capital in excess of par	5,208,489	4,768,011
Retained earnings	236,508	42,867
Unrealized gain on marketable securities		
	<u>5,454,794</u>	<u>4,820,675</u>
	<u>\$ 16,744,468</u>	<u>\$ 9,632,380</u>

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CCI CONSTRUCTION COMPANY, INC.

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 1997 AND 1996

	<u>1997</u>	<u>1996</u>
Revenue	\$ 34,921,676	\$ 24,465,870
Cost of contracts	<u>32,617,473</u>	<u>23,146,686</u>
Gross profit	2,304,203	1,319,184
General and administrative expenses	<u>1,954,380</u>	<u>1,180,087</u>
Income from operations	<u>349,823</u>	<u>139,097</u>
Other income (expense):		
Investment	367,538	275,016
Miscellaneous	(1,546)	17,210
Gain (loss) on sale of:		
Property and equipment	(2,920)	(72,051)
Marketable securities and cash equivalents	<u>(6,016)</u>	<u>3,852</u>
	<u>357,056</u>	<u>224,027</u>
Net income	<u>\$ 706,879</u>	<u>\$ 363,124</u>

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See notes to financial statements.

CCI CONSTRUCTION COMPANY, INC.

STATEMENTS OF SHAREHOLDER'S EQUITY

YEARS ENDED DECEMBER 31, 1997 AND 1996

	Shares of common stock	Capital in excess of par	Retained earnings	Unrealized gain on marketable securities	Total
Balance, December 31, 1995	\$ 39	\$ 9,758	\$ 4,465,253	\$ 26,679	\$ 4,501,729
Net income			363,124		363,124
Distributions			(60,366)		(60,366)
Unrealized gain on marketable securities				16,188	16,188
Balance, December 31, 1996	39	9,758	4,768,011	42,867	4,820,675
Net income			706,879		706,879
Distributions			(266,401)		(266,401)
Unrealized gain on marketable securities				193,641	193,641
Balance, December 31, 1997	\$ 39	\$ 9,758	\$ 5,208,489	\$ 236,508	\$ 5,454,794

See notes to financial statements.

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CCI CONSTRUCTION COMPANY, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 1997 AND 1996

	<u>1997</u>	<u>1996</u>
Cash flows from operating activities:		
Net income	<u>\$ 706,879</u>	<u>\$ 363,124</u>
Adjustments:		
Depreciation	156,504	96,945
(Gain) loss on sale of:		
Property and equipment	2,920	72,051
Marketable securities	6,293	(186)
(Increase) decrease in:		
Marketable securities		80,000
Accounts receivable	(5,516,738)	2,235,604
Costs and estimated earnings in excess of billings on uncompleted contracts	(692,618)	379,992
Prepaid expenses	47,047	50,809
Shop inventory	(-639)	
Increase (decrease) in:		
Accounts payable	4,912,287	(3,113,074)
Accrued expenses	530,442	174,811
Taxes withheld and accrued	47,166	(17,511)
Billings in excess of costs and estimated earnings on uncompleted contracts	<u>172,293</u>	<u>232,802</u>
Total adjustments	<u>(335,043)</u>	<u>192,243</u>
Net cash provided by operating activities	<u>371,836</u>	<u>555,367</u>
Cash flows from investing activities:		
Purchase of investments	(11,093,130)	(100,681)
Proceeds from sale and maturities of investments	9,381,163	775,348
Issuance of note receivable		(35,000)
Repayment of note receivable	9,120	3,311
Purchase of property and equipment	(560,929)	(37,196)
Proceeds from sale of property and equipment	<u>13,864</u>	<u>7,275</u>
Net cash provided by (used in) investing activities	<u>(2,249,912)</u>	<u>613,057</u>

(continued)

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CCI CONSTRUCTION COMPANY, INC.

STATEMENTS OF CASH FLOWS (CONTINUED)

YEARS ENDED DECEMBER 31, 1997 AND 1996

	<u>1997</u>	<u>1996</u>
Cash flows from financing activities:		
Distributions to shareholder	\$(266,401)	\$(60,366)
Repayment of notes payable	<u>(73,301)</u>	<u> </u>
Net cash used in financing activities	<u>(339,702)</u>	<u>(60,366)</u>
Net increase (decrease) in cash and cash equivalents	(2,217,778)	1,108,058
Cash and cash equivalents, beginning of year	<u>3,346,115</u>	<u>2,238,057</u>
Cash and cash equivalents, end of year	<u>\$ 1,128,337</u>	<u>\$ 3,346,115</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for interest	\$ 1,707	\$ 1,462
Noncash activities:		
Net unrealized gain on marketable securities (see statements of shareholder's equity)	\$ 193,641	16,188
Notes payable totaling \$889,082 were incurred for the acquisition of new equipment		

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See notes to financial statements.

CCI CONSTRUCTION COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1997 AND 1996

1. Summary of significant accounting policies:

Operations and operating cycle:

The Company constructs and renovates commercial buildings primarily under fixed-price contracts in the northeast United States. The Company's receivables are concentrated among customers in this geographic area. The Company extends credit to its customers and generally requires no collateral.

The length of the Company's contracts varies but is typically between one to two years. In accordance with normal practice in the construction industry, the Company includes asset and liability accounts relating to construction contracts in current assets and liabilities even when such amounts are realizable or payable over a period in excess of one year.

Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue and cost recognition:

Revenues from construction contracts are recognized on the percentage-of-completion method, measured by the percentage of direct cost incurred to date to estimated total direct cost for each contract. That method is used because management considers direct cost to be the best available measure of progress on the contracts. Because of inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change within the near term.

For purposes of determining percentage of completion estimates, contract costs include all direct material, labor and subcontracting costs and other direct costs related to contract performance. Indirect costs and general and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are first determined. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. An amount equal to contract costs attributable to claims is included in revenues when realization is probable and the amount can be reliably estimated.

CCI CONSTRUCTION COMPANY, INC.**NOTES TO FINANCIAL STATEMENTS (CONTINUED)****YEARS ENDED DECEMBER 31, 1997 AND 1996****1. Summary of significant accounting policies (continued):***Revenue and cost recognition (continued):*

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

Cash and cash equivalents:

For purposes of reporting cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Marketable securities:

Marketable securities are reported at fair value, with unrealized gains and losses excluded from earnings and reported in a separate component of stockholder's equity. Fair value of the marketable securities is based on quoted market prices for those or similar securities or quotes from brokers. Gains and losses are determined using the specific identification method when securities are sold.

Property and equipment:

Property and equipment are stated at cost. Depreciation is provided using an accelerated method over the estimated useful lives of the assets.

2. Cash and cash equivalents:

Cash and cash equivalents consist of the following:

	<u>1997</u>	<u>1996</u>
Cash	\$ 451	\$ 792,232
Certificates of deposit		191,723
Money market funds	403,714	887,014
Repurchase agreements, net of cash overdraft of \$601,973	<u>724,172</u>	<u>1,475,146</u>
	<u>\$ 1,128,337</u>	<u>\$ 3,346,115</u>

CCI CONSTRUCTION COMPANY, INC.**NOTES TO FINANCIAL STATEMENTS (CONTINUED)****YEARS ENDED DECEMBER 31, 1997 AND 1996****2. Cash and cash equivalents (continued):**

At December 31, 1997, the amount of deposits in cash held at the bank exceeded the Federal Deposit Insurance Corporation (FDIC) by \$48,396. The money market funds and the repurchase agreements are not insured by the FDIC. The repurchase agreements sold by a bank were held in custody by this bank for the account of CCI Construction Company, Inc. and were invested in securities, which are not pledged as collateral.

3. Marketable securities:

The cost or amortized cost and the aggregate fair value of investments in the debt and equity securities at December 31, 1997 and 1996 are as follows:

	1997				1996			
	Cost or amortized cost	Gross unrealized losses	Gross unrealized gains	Estimated fair value	Cost or amortized cost	Gross unrealized losses	Gross unrealized gains	Estimated fair value
Available-for-sale securities:								
Mutual funds	\$ 3,386,480	\$ 16,845	\$ 253,465	\$ 3,623,100	\$ 1,482,961	\$ 11,387	\$ 66,313	\$ 1,537,887
Obligations of states and political subdivisions	80,004	112		79,892	277,849	12,059		265,790
	<u>\$ 3,466,484</u>	<u>\$ 16,957</u>	<u>\$ 253,465</u>	<u>\$ 3,702,992</u>	<u>\$ 1,760,810</u>	<u>\$ 23,446</u>	<u>\$ 66,313</u>	<u>\$ 1,803,677</u>

The available-for-sale debt securities at December 31, 1997 are due after ten years. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

USFG/BS 0430

CCI CONSTRUCTION COMPANY, INC.**NOTES TO FINANCIAL STATEMENTS (CONTINUED)****YEARS ENDED DECEMBER 31, 1997 AND 1996****3. Marketable securities (continued):**

	<u>1997</u>	<u>1996</u>
Cost of securities sold	\$ 9,387,456	\$ 775,162
Proceeds from sale	9,381,163	775,347
Gross realized gains		12,047
Gross realized losses	6,293	11,862

4. Uncompleted contracts:

	<u>1997</u>	<u>1996</u>
Contract costs	\$ 27,920,734	\$ 11,174,827
Estimated earnings thereon	<u>1,638,199</u>	<u>2,346,304</u>
	29,558,933	13,521,131
	<u>29,168,576</u>	<u>13,651,099</u>
Less billings applicable thereto	<u>\$ 390,357</u>	<u>\$ (129,968)</u>
Included in the balance sheet as:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 1,072,281	\$ 379,663
Billings in excess of costs and estimated earnings on uncompleted contracts	<u>(681,924)</u>	<u>(509,631)</u>
	<u>\$ 390,357</u>	<u>\$ (129,968)</u>

5. Notes payable:

Equipment is pledged as collateral for these notes which require monthly installments of \$74,600, including interest at 1.27%, through December 1998.

6. Line of credit:

The Company has available a \$1,000,000 unsecured line of credit expiring on April 30, 1998 which requires interest at the bank's prime rate. The Company has no outstanding balance on the line at December 31, 1997.

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CCI CONSTRUCTION COMPANY, INC.**NOTES TO FINANCIAL STATEMENTS (CONTINUED)****YEARS ENDED DECEMBER 31, 1997 AND 1996****7. Rent expense:**

Various equipment and operating facilities are leased under noncancelable agreements. Total rent expense for all leases, including the related party lease discussed in Note 8, was \$432,492 and \$120,623 in 1997 and 1996, respectively.

The aggregate minimum rental commitments under all noncancelable leases at December 31, 1997 are as follows:

<u>Year ending December 31,</u>	<u>Amount</u>
1998	\$ 95,796
1999	21,730

8. Related party transactions:

The Company leased an operating facility from a related party, Old Gettysburg Associates II through November 30, 1996. The sole shareholder of the Company has a 20% partnership interest in Old Gettysburg Associates II. Total rent expense relating to this facility for 1996 was \$71,864.

Effective December 1, 1996, the Company began leasing an operating facility owned by its sole shareholder on a year-to-year basis. The lease requires an annual rental payment of \$45,000. Rent expense for this facility was \$45,000 and \$3,750 for 1997 and 1996, respectively. At December 31, 1996, the sole shareholder was billed \$268,270 for costs incurred by the Company relating to renovations made to this operating facility. This balance was paid in 1997.

During 1997, the Company incurred warranty insurance expense of \$825,000 with Pennsylvania Contractors Insurance Company, a corporation under common control. These costs are allocated as direct cost of contracts.

9. Income taxes:

No provision has been made for federal or state income taxes. Under provisions of the Internal Revenue Code and the Commonwealth of Pennsylvania Tax Act, the Company has elected not to be taxed as a corporation and the sole shareholder has consented to include the income in his individual return.

USFG/BS 0432

CCI CONSTRUCTION COMPANY, INC.

COST OF CONTRACTS

YEARS ENDED DECEMBER 31, 1997 AND 1996

	<u>1997</u>	<u>1996</u>
Direct costs:		
Labor	\$ 2,886,054	\$ 1,726,413
Payroll taxes	335,936	183,327
Employee benefits	677,477	207,848
Equipment	41,373	
Equipment rental	381,924	7,437
Materials	4,259,253	2,031,948
Other	1,679,129	753,330
Subcontractors	<u>22,099,706</u>	<u>17,773,935</u>
	<u>32,360,852</u>	<u>22,684,238</u>
Indirect costs:		
Salaries	86,208	174,179
Payroll taxes	11,217	19,727
Employee benefits	8,324	13,044
Blueprints	6	703
Depreciation	95,723	28,576
Dues and permits	710	293
Employee recruitment	7,151	1,702
Insurance	716	1,718
Miscellaneous		706
Office supplies and expense	8,112	2,515
Postage	253	1,790
Professional services		131,915
Rent	8,636	36,360
Repairs and maintenance	3,648	4,324
Safety	2,157	128
Telephone	11,802	16,446
Temporary help		581

USFG/BS 0433

(continued)

CCI CONSTRUCTION COMPANY, INC.

COST OF CONTRACTS (CONTINUED)

YEARS ENDED DECEMBER 31, 1997 AND 1996

	<u>1997</u>	<u>1996</u>
Indirect costs (continued):		
Trade books and journals	\$ 556	\$ 89
Training and seminars		122
Travel and entertainment	728	440
Utilities	1,413	2,014
Warehouse expenses	9,261	776
Warranty service		<u>24,300</u>
	<u>256,621</u>	<u>462,448</u>
Total cost of contracts	<u>\$ 32,617,473</u>	<u>\$ 23,146,686</u>

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CCI CONSTRUCTION COMPANY, INC.**GENERAL AND ADMINISTRATIVE EXPENSES****YEARS ENDED DECEMBER 31, 1997 AND 1996**

	<u>1997</u>	<u>1996</u>
Salaries:		
Officers	\$ 1,038,273	\$ 271,680
Office	410,023	399,009
Payroll taxes	73,399	46,920
Employee:		
Benefits	33,722	38,686
Recruitment	2,237	322
Advertising	1,038	1,746
Bank charges	3,667	3,273
Blueprints	13,507	4,712
Company sponsored activities	1,098	855
Contributions	3,030	2,298
Depreciation	60,781	68,369
Dues	8,058	8,150
Insurance	12,162	15,148
Licenses and taxes	44,270	46,230
Miscellaneous	265	268
Office supplies	18,875	11,099
Postage	7,914	9,305
Professional services	95,337	98,874
Rent	33,744	45,930
Repairs and maintenance	7,689	11,582
Telephone	31,328	59,435
Trade books and journals	22,995	20,809
Training and seminars	1,086	4,257
Travel and entertainment	5,948	9,737
Utilities	23,934	1,393
Total general and administrative expenses	<u>\$ 1,954,380</u>	<u>\$ 1,180,087</u>

USFG/BS 0435

CCI CONSTRUCTION COMPANY, INC.

EARNINGS FROM CONTRACTS

YEAR ENDED DECEMBER 31, 1997

	<u>Revenues earned</u>	<u>Cost of revenues earned</u>	<u>Gross profit</u>
Contracts completed during the year	\$ 4,940,855	\$ 4,076,410 (a)	\$ 864,445
Contracts-in-progress at year-end	29,051,753	27,464,386 (a)	1,587,367
Construction management contracts	45,890	31,325 (a)	14,565
Time and material jobs	<u>883,178</u>	<u>788,731</u> (a)	<u>94,447</u>
	34,921,676	32,360,852	2,560,824
Indirect costs	<u> </u>	<u>256,621</u>	<u>256,621</u>
	<u>\$ 34,921,676</u>	<u>\$ 32,617,473</u>	<u>\$ 2,304,203</u>

(a) Excludes indirect costs not allocated to specific jobs.

USFG/BS 0436

CCI CONSTRUCTION COMPANY, INC.

COMPLETED CONTRACTS

YEAR ENDED DECEMBER 31, 1997

Job number	Contract	Contract totals			Before January 1, 1997			During the year ended December 31, 1997		
		Revenues earned	Cost of revenues earned	Gross profit before indirect costs	Revenues earned	Cost of revenues earned	Gross profit before indirect costs	Revenues earned	Cost of revenues earned	Gross profit before indirect costs
418	Capital Sprinkler - A	\$ 7,808,776	\$ 5,935,467	\$ 1,873,309	\$ 6,928,118	\$ 5,271,160	\$ 1,656,958	\$ 880,658	\$ 664,307	\$ 216,351
420	Capital HVAC	204,058	103,588	100,470	123,424	92,420	31,004	80,634	11,168	69,466
421	Capital Electrical	2,460,065	1,729,583	730,482	1,769,167	1,286,482	482,685	690,898	443,101	247,797
422	Home Depot	5,200,440	5,034,557	165,883	4,147,383	4,034,072	113,311	1,053,057	1,000,485	52,572
425	Capital Senate	93,741	47,294	46,447	45,859	34,345	11,514	47,882	12,949	34,933
436	Capital Sprinkler - H	191,714	178,131	13,583				191,714	178,131	13,583
437	Capital renovation	1,290,074	1,149,938	140,136				1,290,074	1,149,938	140,136
442	Capital porticoes	705,938	616,331	89,607				705,938	616,331	89,607
		<u>\$ 17,954,806</u>	<u>\$ 14,794,889</u>	<u>\$ 3,159,917</u>	<u>\$ 13,013,951</u>	<u>\$ 10,718,479</u>	<u>\$ 2,295,472</u>	<u>\$ 4,940,855</u>	<u>\$ 4,076,410</u>	<u>\$ 864,445</u>

USFG/BS 0437

CCI CONSTRUCTION COMPANY, INC.

CONTRACTS-IN-PROGRESS

DECEMBER 31, 1997

Job number	Project	Total contract price	Estimated total direct contract costs	Estimated total contract earnings (loss) before indirect costs	Inception to December 31, 1997		December 31, 1997	December 31, 1997	Year ended December 31, 1997		Gross profit (loss) before indirect costs
					Contract earnings (loss) accrued to December 31, 1997	Indirect costs before			Costs and estimated earnings in excess of billings	Billings in excess of costs and estimated earnings	
439	U.E.P.H. Complex	\$ 18,961,022	\$ 16,948,701	\$ 2,012,321	\$ 15,878,479	\$ 1,885,254	\$ 16,899,942	\$ 863,791	\$ 17,256,553	\$ 15,472,131	\$ 1,834,422
439	Maharoy Prison	10,289,145	10,523,764	(234,619)	6,309,222	(234,619)	6,337,295		6,074,603	6,309,222	(234,619)
445	Houtzdale Prison	10,357,787	10,440,743	(82,956)	4,169,371	(82,956)	4,349,670		4,086,415	4,169,371	(82,956)
448	Outlook Pointe	4,604,000	4,328,590	275,410	521,254	33,165	509,198	45,221	554,419	521,254	33,165
449	U.E.P.H. Headquarters	1,387,666	1,374,659	12,807	515,339	4,800	473,383	46,758	520,139	515,339	4,800
450	Johnstown	3,266,600	3,237,111	29,489	115,461	1,052	599,088	116,513	116,513	115,461	1,052
451	Lord Fairfax	6,880,993	6,391,785	489,208	411,608	31,503			443,111	411,608	31,503
		\$ 55,747,213	\$ 53,245,553	\$ 2,501,660	\$ 27,920,734	\$ 1,638,199	\$ 29,168,576	\$ 1,072,281	\$ 29,051,753	\$ 27,464,386	\$ 1,587,367

USFG/BS 0438